

**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND**

THOMAS LUCEY, Derivatively on Behalf of
Nominal Defendant 2U, INC.,

Plaintiff,

v.

CHRISTOPHER J. PAUCEK, et al.,
Defendants,

and

2U, INC.,

Nominal Defendant.

Case No. 1:20-cv-02424-GLR

**STIPULATION AND ORDER REGARDING
EXTENSION OF COURT’S ORDER STAYING CASE**

Plaintiff Thomas Lucey (“Plaintiff”), derivatively on behalf of nominal defendant 2U, Inc. (“2U”), and defendants Christopher J. Paucek, Catherine A. Graham, Harsha Mokkarala, Paul A. Maeder, Robert M. Stavis, Gregory K. Peters, Timothy M. Haley, Valerie B. Jarrett, Earl Lewis, Coretha M. Rushing, Sallie L. Krawcheck, John M. Larson, Edward S. Macias, Alexis Maybank, and Mark J. Chernis (collectively “Individual Defendants,” together with 2U, the “Defendants,” and together with 2U and Plaintiff, the “Parties”) jointly submit this Stipulation to extend the Court’s order staying this action (Dkt. No. 6, the “Stay Order”) for an additional thirty (30) days, and in support thereof state as follows:

WHEREAS, on August 21, 2020, Plaintiff filed this putative stockholder derivative action (the “Action”) on behalf of 2U asserting claims for breach of fiduciary duty, contribution, and insider trading against the Individual Defendants,

WHEREAS, on September 3, 2020, the Court entered the Stay Order, which temporarily stayed the proceedings in this Action until final resolution of the motion to dismiss in the Securities Class Action¹;

WHEREAS, pursuant to the Stay Order, Plaintiff in this Action is required to file an amended complaint or designate an operative complaint sixty (60) days after the stay is lifted;

WHEREAS, on August 5, 2021, the motion to dismiss in the Securities Class Action was denied, lifting the temporary stay in this Action, and on October 4, 2021, Plaintiff filed his Verified Amended Shareholder Derivative Complaint;

WHEREAS, the Parties to this Action are in discussions regarding a possible mediation of this Action, the related Securities Class Action, and two related shareholder derivative actions pending in other jurisdictions; and

WHEREAS, the Parties to this Action believe the administration of justice is best served by staying the Action for thirty (30) days to allow the Parties to confer regarding scheduling and next steps **and by filing a status report and proposed scheduling order at the conclusion of the stay.**

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the Parties hereto, through their undersigned counsel, subject to the Court's approval, as follows:

1. The proceedings in this Action, including all deadlines, hearings, and conferences, are temporarily stayed until thirty (30) days from the entry of this order, **and the parties will file a status report and proposed scheduling order at the conclusion of the stay.**

2. By entering into this Stipulation, the Parties do not waive any rights not specifically addressed herein. This Stipulation is without prejudice to the right of any Defendant to raise any

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Stay Order.

argument or defense of any kind concerning any of the claims in this Action. By entering into this Stipulation, each Defendant preserves all objections, arguments, defenses, and challenges of any kind to the claims in this Action.

Date: October 4, 2021

Respectfully submitted,

/s/ J. Christian Word

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Counsel for Plaintiff Thomas Lucey

IT IS SO ORDERED

DATED: October 6, 2021

/s/

HONORABLE GEORGE LEVI RUSSELL, III
UNITED STATES DISTRICT JUDGE